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March 3, 2005

VIA HAND DELIVERY

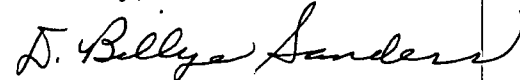
Pat Miller, Chairman
c/o Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

Re: Joint Petition of Southwestern Bell Communications Services, Inc. and SBC Telecom, Inc. d/b/a SBC Long Distance for Approval of Internal Corporate Restructuring and Transfer of Assets to SBC Long Distance LLC
Docket No. 04-00357
Amendment to Joint Petition

Dear Chairman Miller:

Enclosed you will find the original and thirteen copies an Amendment to the above referenced Joint Petition. Please contact me if there are any questions or if you need any additional information.

Sincerely,


D. Billye Sanders

DBS/hmd

cc: John di Bene, Esq.
Steve Strickland, Esq.
Norman W. Descoteaux

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**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:)	
JOINT PETITION OF)	
SOUTHWESTERN BELL)	
COMMUNICATIONS SERVICES,)	
INC. D/B/A SBC LONG DISTANCE)	
AND SBC TELECOM, INC.)	
FOR APPROVAL OF INTERNAL)	DOCKET NO. 04-00357
CORPORATE RESTRUCTURING)	
AND TRANSFER OF ASSETS)	
TO SBC LONG DISTANCE, LLC)	

AMENDMENT TO JOINT PETITION

On October 15, 2004, Southwestern Bell Communications Services, Inc. d/b/a SBC Long Distance, currently known as SBC Long Distance, Inc. ("SBCLD") and SBC Telecom, Inc. ("SBCT") filed a Petition with the Tennessee Regulatory Authority ("TRA") seeking approval of an internal corporate restructuring whereby SBCLD will convert from a corporation to a limited liability company ("LLC"), to be known as SBC Long Distance, LLC ("SBCLD LLC"), and the assets of SBCT including a Certificate of Public Convenience and Necessity ("CCN") granted by the TRA will be transferred to SBCLD LLC. On December 13, 2004, the TRA approved the Joint Petition at its regularly scheduled Authority conference. Subsequent to such approval, the Petitioners made some modifications to the information filed with the Petition. Those modifications are outlined below.

1. On December 28, 2004 SBCLD filed a Petition for approval of the name change of Southwestern Bell Communications Services, Inc. d/b/a SBC Long Distance to SBC Long Distance, Inc. (See TRA Docket No. 04-00446.) The name change was approved by the TRA at its February 28, 2005 Authority Conference.

2. SBCLD LLC will have the assumed name of SBC Long Distance. Therefore, the limited liability company that results when SBCLD is converted from a corporation to an LLC will be named SBC Long Distance, LLC d/b/a SBC Long Distance.

3. The Petitioners have revised the pre-restructuring organizational chart to show the name change of Southwestern Bell Communications Services, Inc. to SBC Long Distance, Inc. and the post restructuring organizational chart to include the assumed name. On the post restructuring organizational chart, the name "SBC Long Distance, LLC" has been replaced with the name and assumed name: "SBC Long Distance, LLC d/b/a SBC Long Distance". Attached as Exhibit A are revised organizational charts which replace the organizational charts included in Exhibit 1 of the original Joint Petition.

4. The Petitioners have modified the notice that will go to SBCT customers. The proposed notice letter that was filed with the Joint Petition and approved by the TRA was not sent to SBCT's customers. Pursuant to TRA Rule 1220-4-2-.56 (d), attached as Exhibit B is a copy of the self-certification letter that SBCLD has been filed with the FCC pursuant to 47 U.S.C. § 64.1120(e) and a copy of the revised customer notification letter that will be sent to customers in other

states. Although TRA Rule 1220-4-2-.56 (d) provides that: "The notification letter required by the FCC may be used for the notification purposes of this part " SBCLD has modified the letter that will be sent to Tennessee customers by adding the words "at least 30 days" to the second bullet in the letter to comply with the TRA Rule 1220-4-2-.56 (d)(4), which requires 30 days written notice for increases in rates that occur within 90 days of the transfer. The notice letter that will be sent to Tennessee customers is attached as Exhibit C. The notice letter to customers does not address the lifting and reinstatement of preferred carrier freezes, because SBCT does not currently offer this service to its customers and therefore there are no existing preferred carrier freezes in place.

5. The target date for the reorganization to be complete has been moved from on or about March 31, 2005 to on or about April 30, 2005. The remaining aspects of the transaction as described in the Joint Petition and approved by the TRA remain the same.

The Joint Petitioners respectfully request that the TRA approve the assumed name of SBCLD LLC and the customer notice and that they be granted such other and/or further relief as may be warranted.

Respectfully submitted,

SBC Long Distance, Inc. (formerly
Southwestern Bell Communications
Services Inc. d/b/a SBC Long Distance)

SBC Telecom, Inc.

By:

D. Billye Sanders


D. Billye Sanders
Waller Lansden Dortch & Davis
511 Union Street
Suite 2700
Nashville, TN 37209
Telephone: (615) 244-6380
Facsimile: (615) 244-6804

Attorney for the Petitioners


LIST OF EXHIBITS

EXHIBIT A	Revised Organizational Charts
EXHIBIT B	Self-Certification Letter Filed with the FCC
EXHIBIT C	Notice Letter to Tennessee Customers

STATE OF CALIFORNIA)
)
COUNTY OF ALAMEDA)


Norman W. Descoteaux
Associate Director-Regulatory

Immy Beel
Notary Public

 **AMY BERLIN**
COMM. # 1405084
NOTARY PUBLIC • CALIFORNIA
ALAMEDA COUNTY
Comm. Exp. **MARCH 11, 2007**

VERIFICATION

STATE OF TEXAS)
)
COUNTY OF Bexar)

I, Steve Strickland, being duly sworn, state that I am an authorized representative of SBC Telecom, Inc. ("SBCT"), one of the Petitioners in the foregoing proceeding, that I am authorized to make this verification on behalf of SBCT, that I have read the foregoing Amendment to the Joint Petition and Exhibits and know the content thereof and that the same are true and correct to the best of my knowledge, information and belief.

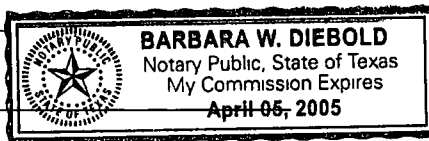


Steve Strickland
General Counsel

Sworn and subscribed before me this 28th day of February, 2005.

Barbara W. Diebold
Notary Public - St of TX

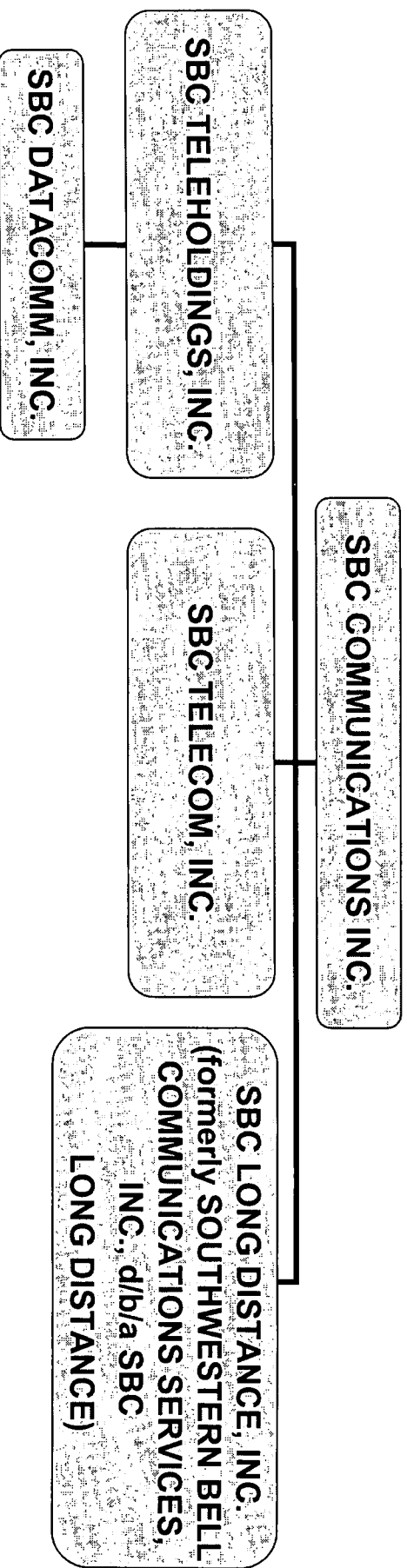
My Commission Expires: _____



SBC COMMUNICATIONS INC. PRE-RESTRUCTURING ORGANIZATION

AS OF OCTOBER 1, 2004

(ORGANIZATION CHART ONLY INCLUDES SUBSIDIARIES THAT ARE IMPACTED
BY THIS RESTRUCTURING. UNAFFECTED SUBSIDIARIES ARE NOT DISPLAYED.)

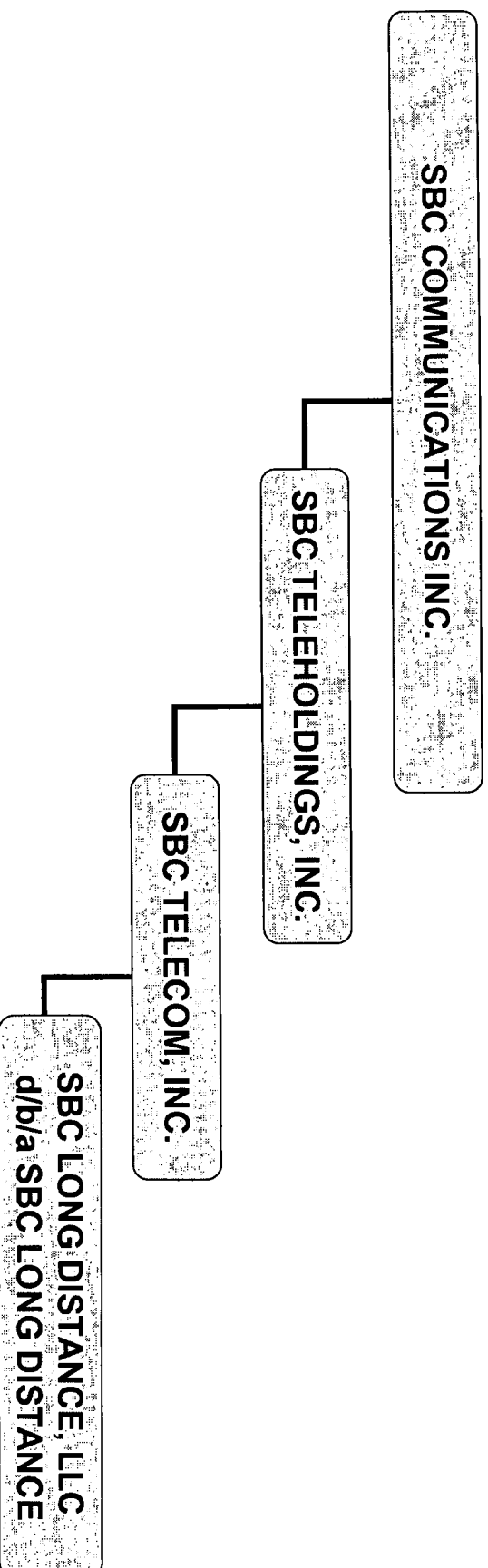


SBC COMMUNICATIONS INC.

POST-REORGANIZATION ORGANIZATION

As of on or about April 30, 2005

(ORGANIZATION CHART ONLY INCLUDES SUBSIDIARIES THAT ARE IMPACTED BY THIS MERGER. UNAFFECTED SUBSIDIARIES ARE NOT DISPLAYED.)





Terri Hoskins
Senior Counsel

SBC Services, Inc
1401 I Street NW, Suite 400
Washington, D C 20005

202 326 8893 Phone
202 408 8763 Fax
th4696@sbc.com Email

March 1, 2005

VIA FIRST-CLASS MAIL

Marlene Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

**Re: Notification of Subscriber Transfer
Docket No. 00-257**

RECEIVED

MAR - 1 2005

**Federal Communications Commission
Office of Secretary**

Dear Madam Secretary:

Pursuant to 47 C.F.R. § 64.1120(e), SBC Long Distance, Inc. ("SBC Long Distance") hereby advises the Federal Communications Commission (FCC) of the pending transfer of the subscriber base of SBC Telecom, Inc. ("SBC Telecom") to SBC Long Distance. In conformity with 47 C.F.R. § 64.1120(e) SBC Long Distance provides the following information

1. The names of the parties to the transaction are SBC Telecom, Inc. and SBC Long Distance, LLC d/b/a SBC Long Distance. The transaction will occur in conjunction with an internal restructuring of certain subsidiaries of SBC Communications, Inc. SBC Communications, Inc. is the ultimate parent of both of the parties before and after the transaction. Prior to the transfer, SBC Long Distance, Inc., a Delaware corporation will convert from a corporation to a limited liability company. Under Delaware law the conversion does not affect the liabilities and assets of the converted entity and therefore does not result in a transfer of the assets of SBC Long Distance. The name of the resultant limited liability company will be SBC Long Distance, LLC d/b/a SBC Long Distance.
2. The types of telecommunications services currently provided by SBC Telecom are: business and residential local exchange services, and interstate switched access and data services. After the transfer, SBC Long Distance, LLC will continue to offer these same services. The transaction will be seamless to subscribers.
3. The date of the subscriber transfer will be on or about April 30, 2005.

Ms Marlene H Dortch
March 1, 2005
Page 2 of 2

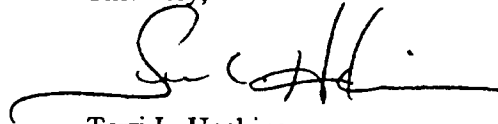
4. SBC Long Distance hereby certifies compliance with the requirement to provide advance subscriber notice under 47 C.F.R. §64.1120(e)(3) and compliance with the obligations specified in that notice, and that it has and/or will comply with all other statutory and FCC requirements that apply to this streamlined transfer process.

5. Enclosed is a sample customer notification letter, drafted pursuant to Section 64.1120(e), which has been or will be mailed to current SBC Telecom subscribers no later than 30 days before the planned transfer. Blind and visually impaired subscribers will be notified in the same manner as other subscribers.

Please note that the enclosed customer notification letter does not contain language addressing the lifting and reinstatement of preferred carrier freezes. SBC Telecom does not currently offer subscribers the option of a carrier freeze, nor will a carrier freeze be offered to subscribers following the transfer to SBC Long Distance, LLC. Therefore, while a reference to handling of preferred carrier freezes is contemplated by the FCC rules, this service is not applicable to SBC Telecom customers and placement of such language in the notification letter may be confusing or misleading to SBC Telecom's customers.

Should you have any questions, please contact Norman W. Descoteaux at (925) 468-6209.

Sincerely,

A handwritten signature in black ink, appearing to read "Terri L. Hoskins", with a long horizontal flourish extending to the left.

Terri L Hoskins

Enclosure

Mail Date

Billing Name
Billing Address
Billing City, ST Zip

Dear Valued Customer

In our continuing efforts to streamline operations, we are pleased to announce that SBC Telecom, Inc ("Telecom") – your current local phone service provider – will combine business operations with its affiliate SBC Long Distance, LLC

As a result of this internal change, the SBC Long Distance name will replace SBC Telecom on your billing documentation on or about May 1, 2005. This consolidation of SBC affiliate companies is subject to obtaining all required regulatory approvals, and the filing of all appropriate documents with state agencies.

The transition of your service to the new SBC Long Distance name will have no impact on your service whatsoever

- You will not incur charges related to the transfer of your services to SBC Long Distance.
- You will continue to receive quality local services with the same rates, features, terms and conditions as you currently enjoy from Telecom. At this time, SBC Long Distance does not anticipate making any changes to your current rates, features, terms and conditions; however, should it deem it necessary to do so in the future, SBC Long Distance will continue its practice of notifying subscribers by putting a message in your bill in advance of the change.
- This change will happen automatically with no action required on your part, and will be virtually seamless to you

The transfer does not affect the rates, terms and conditions of your service, including, where applicable, a right to select a different preferred carrier subject to the terms of your service arrangement. Unless you choose another service provider, your account will automatically move to SBC Long Distance. SBC Long Distance will be responsible for handling any complaints filed or otherwise raised by you prior to or during the transfer to SBC Long Distance

We in the SBC family appreciate your business and look forward to continuing to serve you. If you have questions, please contact SBC Long Distance at 1-877-430-7228

Thank you for choosing the SBC family of companies.

Sincerely,



Nancy Pardo
Director – Network Services

SBC Telecom, Inc
SBC Long Distance

Mail Date

Sample A Sample
123 Any Street
Any Town, US 12345

Dear Valued Customer

In our continuing efforts to streamline operations, we are pleased to announce that SBC Telecom, Inc ("Telecom") – your current local phone service provider – will combine business operations with its affiliate SBC Long Distance, LLC

As a result of this internal change, the SBC Long Distance name will replace SBC Telecom on your billing documentation on or about April 30, 2005. This consolidation of SBC affiliate companies is subject to obtaining all required regulatory approvals, and the filing of all appropriate documents with state agencies.

The transition of your service to the new SBC Long Distance name will have no impact on your service whatsoever

- You will not incur charges related to the transfer of your services to SBC Long Distance
- You will continue to receive quality local services with the same rates, features, terms and conditions as you currently enjoy from Telecom. At this time, SBC Long Distance does not anticipate making any changes to your current rates, features, terms and conditions; however, should it deem it necessary to do so in the future, SBC Long Distance will continue its practice of notifying subscribers by putting a message in your bill at least 30 days in advance of the change.
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We in the SBC family appreciate your business and look forward to continuing to serve you. If you have questions, please contact SBC Long Distance toll free at 1-877-430-7228.

Thank you for choosing the SBC family of companies.

Sincerely,



Nancy Pardo
Director – Network Services

SBC Telecom, Inc
SBC Long Distance